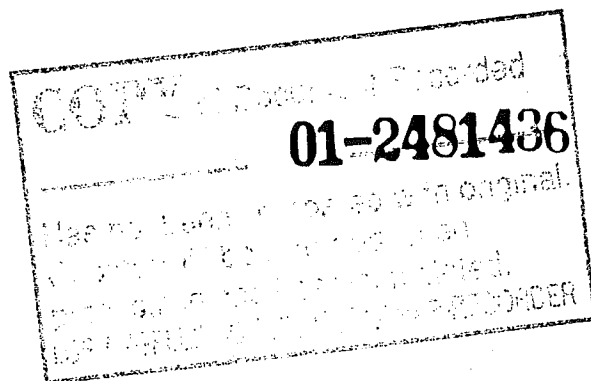


Recording requested by:

When recorded, please return to:

BOEING REALTY CORPORATION  
3760 KILROY AIRPORT WAY #500  
LONG BEACH, CA 90806



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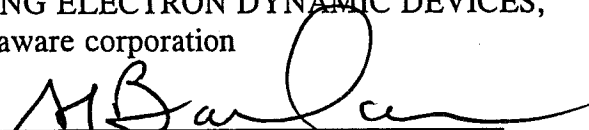
(Space Above Line for Recorder's Use Only)

### MEMORANDUM OF PROFIT PARTICIPATION

Boeing Electron Dynamic Devices, Inc. ("Boeing"), a Delaware corporation, has sold to LOMITA PARTNERS, LLC, a California limited liability company ("Buyer"), the real property described in Exhibit A (the "Property"). Buyer and Seller have made certain agreements concerning the right of the Seller to receive certain proceeds of the sale or other disposition of the Property by the Buyer, but only if such sale or disposition occurs on or before December 27, 2003. Such agreements are set forth in Section 12 of that certain Agreement for Purchase and Sale of Property and Escrow Instructions dated October \_\_, 2001 (the "Agreement") between Seller and Buyer, a copy of which is in the possession of Seller and Buyer and copies of which may be made available to interested parties upon reasonable request. Buyer and Seller have agreed to record this instrument to memorialize the existence of said agreements.

SELLER:

BOEING ELECTRON DYNAMIC DEVICES,  
a Delaware corporation

By:   
Name: Stephen J. Barker  
Title: Authorized Signatory

BUYER:

LOMITA PARTNERS, LLC, a California limited liability company

By: HEARTLAND INVESTMENTS, INC.  
a California corporation, its managing member

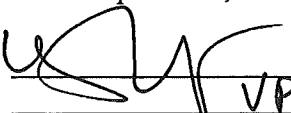
By:   
Its: VP  
KENNETH R. AYEROFF

Exhibit A

THE SURFACE AND THAT PORTION OF THE SUBSURFACE LYING ABOVE A PLANE 500 FEET IN DEPTH MEASURED VERTICALLY FROM THE SURFACE AS SAID SURFACE EXISTED ON JANUARY 27, 1959 OF PARCEL 2, IN THE CITY OF TORRANCE, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN UPON PARCEL MAP NO. 2789, FILED IN BOOK 38 PAGE 82 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPT ALL OIL, GAS, ASPHALTUM AND OTHER HYDROCARBON SUBSTANCES AND OTHER MINERALS IN OR UNDER SAID LAND, OR THAT MAY BE PRODUCED THEREFROM, BUT WITH NO RIGHT OF ENTRY UPON OR THROUGH THE SURFACE OF OR THAT PORTION OF THE SUBSURFACE LYING 500 FEET VERTICALLY IN DEPT BELOW THE SURFACE THEREOF, AS RESERVED BY W. J. EARLY AND DAISY LEE EARLY, HIS WIFE, IN DEED RECORDED MAY 18, 1966 AS INSTRUMENT NO. 734 IN BOOK D-3307 PAGE 924, OFFICIAL RECORDS OF SAID COUNTY.

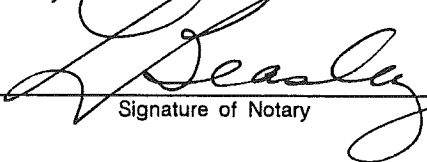
STATE OF CALIFORNIA )  
 ) SS.  
COUNTY OF ORANGE )

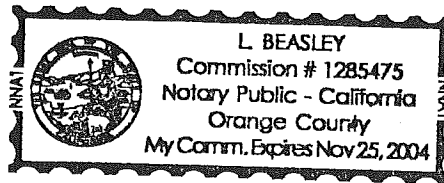
On December 24, 2001 before me, L. Beasley

a Notary Public in and for said County and State, personally appeared Stephen J. Barker

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

  
Signature of Notary



STATE OF CALIFORNIA )  
 ) SS.  
COUNTY OF \_\_\_\_\_ )

On \_\_\_\_\_ before me, \_\_\_\_\_

a Notary Public in and for said County and State, personally appeared \_\_\_\_\_

personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

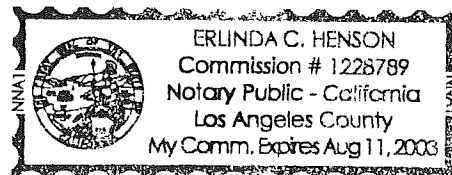
\_\_\_\_\_  
Signature of Notary

STATE OF CALIFORNIA )  
 )  
COUNTY OF LOS ANGELES ) ss.

On DEC. 26, 2001 before me,  
ERLINDA C. HENSON, a notary public in and for said State, personally appeared  
KENNETH R. AYEROFF, personally known to me (or proved to me on the  
basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the  
within instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the  
instrument the person(s), or the entity upon behalf of which the person(s) acted, executed  
the instrument.

WITNESS my hand and official seal.

Signature Erinda C. Henson



(Seal)

STATE OF CALIFORNIA )  
 )  
COUNTY OF \_\_\_\_\_ ) ss.

On \_\_\_\_\_ before me,  
\_\_\_\_\_, a notary public in and for said State, personally appeared  
\_\_\_\_\_, personally known to me (or proved to me on the  
basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the  
within instrument and acknowledged to me that he/she/they executed the same in  
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the  
instrument the person(s), or the entity upon behalf of which the person(s) acted, executed  
the instrument.

WITNESS my hand and official seal.

Signature \_\_\_\_\_

(Seal)